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LISTING STATEMENT No. 2119

LISTED JULY 23, 1962

49,370,011 shares of the par value of \$15 each, of which
589,796 are subject to issuance
Ticker abbreviation
Dial ticker number
Post section

File J

AUG 7 1962

THE TORONTO STOCK EXCHANGE

LISTING STATEMENT

SOCONY MOBIL OIL COMPANY, INC.

Incorporated Under the Laws of the State of New York as
Standard Oil Company of New York on August 10, 1882

CAPITAL SHARES WITH A PAR VALUE OF \$15 EACH

(Transferable in Toronto, Ontario; New York, N.Y.;

Chicago, Ill. and San Francisco, Calif.)

CAPITALIZATION AND FUNDED DEBT AS AT JUNE 29, 1962

CAPITAL STOCK	AUTHORIZED	OUTSTANDING	TO BE LISTED
Capital Shares of the par value of \$15 each.....	75,000,000	48,780,215(1)	49,370,011(2)
(1) including 117,546 shares held in the treasury			
(2) of which 589,796 are subject to issuance			
 FUNDED DEBT OUTSTANDING			
2½% Thirty-Year Debentures.....		\$69,349,000	

July 13, 1962

1. APPLICATION

SOCONY MOBIL OIL COMPANY, INC. (hereinafter the "Company") hereby makes application for listing on The Toronto Stock Exchange of 49,370,011 shares of the par value of \$15 per share of its capital stock, 48,780,215 of which were issued and outstanding as of June 29, 1962. With respect to the excess of the number of shares to be listed over the number of shares then outstanding, 589,796 represent shares reserved for issuance in connection with the Company's Incentive Stock Option Plan.

The Company was incorporated in New York on August 10, 1882 under the name of Standard Oil Company of New York. As a part of the Standard Oil Trust, its functions were refining, distributing and marketing petroleum in New York and New England. Upon dissolution of the Standard Oil Trust in 1911, Standard Oil Company of New York became an independent company. Between 1918 and 1925, the Company acquired all of the stock of Magnolia Petroleum Company, which controlled large producing properties, crude reserves and pipelines, and which also carried on extensive refining and marketing operations in the southwestern states. In 1926, General Petroleum Corporation of California was acquired. It brought into the complex extensive producing properties and refineries in California and marketing facilities in the Pacific Coast states. During 1928, Standard Oil Company of New York acquired a minority interest, which later became a 50% interest, in Near East Development Corporation, which in turn held a 23% interest in the Iraq Petroleum Company. In 1931, the Company acquired the assets of Vacuum Oil Company, and its name was changed to Socony-Vacuum Corporation. In 1934 the Company's name was changed to Socony-Vacuum Oil Company, Incorporated. In 1948 Socony-Vacuum acquired a 10% interest in the Arabian American Oil Company, and in 1954 an 8% interest in the Iranian Consortium, which was later reduced to 7%. In 1955 the Company's name was changed to Socony Mobil Oil Company, Inc. In 1959, Magnolia Petroleum Company and General Petroleum Corporation were merged into the parent company.

3. NATURE OF BUSINESS AND NUMBER OF EMPLOYEES

The Company conducts an integrated business in the production, refining, transportation and marketing of petroleum and its products in the United States and most foreign countries. The principal products manufactured include gasoline, jet fuel, kerosine, diesel and residual fuels, bunker oil, lubricating oils, waxes and greases. Products are marketed through retail service stations and by other means.

At the present time, the Company has approximately 75,000 employees worldwide.

Worldwide sales of petroleum products during the past five years (in barrels per day) were as follows:

1961	1,188,000
1960	1,129,000
1959	1,074,000
1958	986,000
1957	952,000

4. INCORPORATION AND CAPITAL CHANGES

The Company was incorporated on August 10, 1882 as Standard Oil Company of New York by Certificate of Incorporation filed with the Secretary of State of the State of New York, with an authorized capital consisting of 50,000 shares of capital stock, \$100 par value.

By amendment filed April 9, 1892, the capital stock was increased to \$7,000,000 consisting of 70,000 shares of the par value of \$100 each.

By amendment filed December 7, 1903, the capital stock was increased to \$15,000,000 consisting of 150,000 shares of the par value of \$100 each.

By amendment filed June 5, 1913, the capital stock was increased to \$75,000,000 consisting of 750,000 shares of the par value of \$100 each.

By amendment filed November 6, 1922, the capital stock was increased to \$225,000,000 and shares were increased to 9,000,000 by reducing the par value from \$100 to \$25 per share.

By amendment filed September 19, 1923, the capital stock was increased to \$235,000,000 consisting of 9,400,000 shares of the par value of \$25 each.

By amendment filed November 5, 1925, the capital stock was increased to \$375,000,000 consisting of 15,000,000 shares of the par value of \$25 each.

By amendment filed May 27, 1926, the capital stock was increased to \$437,500,000 consisting of 17,500,000 shares of the par value of \$25 each.

By amendment filed May 26, 1927, the capital stock was increased to \$450,000,000 consisting of 18,000,000 shares of the par value of \$25 each.

By amendment filed July 30, 1931, the name of the Company was changed to Socony-Vacuum Corporation, and the capital stock was increased to \$1,000,000,000 consisting of 40,000,000 shares of the par value of \$25 each.

By amendment filed May 31, 1934, the name of the Company was changed to Socony-Vacuum Oil Company, Incorporated, and the capital stock and the par value of shares was reduced from \$1,000,000,000 consisting of 40,000,000 shares of the par value of \$25 each to \$600,000,000 consisting of 40,000,000 shares of the par value of \$15 each.

By amendment filed April 29, 1955, the name of the Company was changed to Socony Mobil Oil Company, Inc.

By amendment filed April 27, 1956, the capital stock was increased to \$1,125,000,000 consisting of 75,000,000 shares of the par value of \$15 each.

5. NO PERSONAL LIABILITY—OPINION OF COUNSEL

Mr. John J. Scott, 150 East 42nd Street, New York 17, New York, General Counsel of the Company, is filing in support of this Application, an opinion stating, among other things, that (i) the Company has been duly organized and is a validly existing corporation under the laws of the State of New York; and (ii) as of June 29, 1962, 48,780,215 shares of the par value of \$15 per share of the Capital Stock of the Company had been duly issued, were outstanding, and were fully paid and nonassessable.

6.

SHARES ISSUED DURING PAST TEN YEARS

DATE OF RECORD	NUMBER OF SHARES	REALIZATION PER SHARE	TOTAL REALIZED	PURPOSE OF ISSUE
September 25, 1952	3,180,188	\$30.01	\$ 95,441,628	General corporate purposes
May 7, 1956	8,878,050			25% stock dividend
January 30, 1957	4,379,758	44.15	193,382,946	General corporate purposes
June 29, 1962*	10,204	36.93	376,872	Employees stock option purchases
TOTAL	<u>16,448,200</u>		<u>\$289,201,446</u>	

*Period commencing August 4, 1961 and ending June 29, 1962.

7.

STOCK PROVISIONS AND VOTING POWERS

Holders of capital stock are entitled to receive such dividends as are declared by the Board of Directors; to one vote for each share on all matters voted upon by stockholders, including election of directors; upon liquidation to share rateably in assets available for distribution; and to pre-emptive rights prescribed by the New York Stock Corporation Law.

8.

DIVIDEND RECORD

Dividends paid by the Company on its Capital Stock, par value \$15, for ten preceding years:

YEAR ENDED	AMOUNT	PER SHARE
1952	\$ 65,194,000	\$2.00
1953	78,710,000	2.25
1954	78,710,000	2.25
1955	87,455,000	2.50
*1956	100,643,000	2.50
1957	118,387,000	2.50
1958	96,733,000	2.00
1959	97,017,000	2.00
1960	97,183,000	2.00
1961	109,383,000	2.25

Payments are made quarterly on the tenth day of March, June, September and December.

*A 25% Stock Dividend was paid on June 18, 1956.

9.

RECORD OF PROPERTIES

Socony Mobil Oil Company, Inc. and its subsidiary companies conduct an integrated business in the production, transportation, refining and marketing of petroleum and its products in the United States and most foreign countries. The geographical distribution of its properties, plants and equipment as of December 31, 1961 was: United States, \$1,311,081,000; Other Western Hemisphere, \$243,491,000; and Eastern Hemisphere, \$384,015,000. Normal repairs, replacements, and improvements are maintained on a current basis to keep all properties and plants in a sound operating condition.

For a more detailed account of the Company's properties and plants, refer to the 1961 Annual Report and to Financial and Operating Statistics 1961, copies of which are on file with the Exchange.

10.

SUBSIDIARY COMPANIES

A tabulated list as of December 31, 1961 of all 255 subsidiary or controlled companies specifying date and manner of incorporation in each case, nature of business, capital stock issues (by classes), par value, amount authorized, amount issued, and amount owned by parent company, is on file with the Exchange.

FUNDED DEBT

CONSOLIDATED FUNDED DEBT

(Including current portion)

DESCRIPTION	OUTSTANDING	
	DECEMBER 31, 1961 (\$000 omitted)	MARCH 31, 1962
Socony Mobil Oil Company, Inc. Thirty-year 2½% Debentures, due June 1, 1976.....	\$ 72,994	\$ 72,994
Magnolia Pipe Line Company Term Notes Payable 4½%, due July 1, 1979-1988.....	60,000	60,000
Mobil Oil Company Limited Loan Stock 5%, due 1963 to 1985.....	18,270	18,270
Mobil Shipping Company Limited 4¾% and 6% Loan Stock, due 1962 to 1974.....	8,368	8,247
Mobil Oil Aktiengesellschaft in Deutschland Loan Payable-Non-interest Bearing, due 1962 to 1971.....	188	188
Mobil Oil Hellas A. E. Petroleum Company 6 and 7% Notes Payable to Bank, due 1962-1971.....	1,460	1,422
Mobil Oil Danmark A/S 5% Loan Payable, due December 1964.....	4	4
Mobil Oil OY AB 4½% Promissory Note, due 1962 to 1983.....	132	95
Mobil Oil AB Sweden 6% Notes Payable, due 1963.....	35	35
Notes Payable Non-interest bearing, due 1979 to 1982.....	90	90
Mobil Oil A/S Norge 3% Bonds Payable, due 1962 to 1968.....	213	212
4½% Notes Payable to Bank, due 1962 to 1972.....	10	10
Faavang Autoverksted 4½% Notes Payable, due 1968.....	8	8
Mobil Oil de l'Afrique Occidentale 5.19% Note Payable to Bank.....	1,985	1,985
Mobil Oil Nord-Africaine Notes Payable to Tunisian Government, due 1962.....	95	95
Colombianos Distribuidores de Combustibles, S.A. Notes Payable to Bank, due in 1962.....	25	25
Purchase Obligations.....	6,859	5,538
Mobil Petroleum Company Inc.* 4% Loan Payable to Bank, due in 1963.....		\$ 1,014
4¼% Loans Payable to Bank, due 1971 to 1976.....		10,283
4½% Loans Payable to Banks, due 1963 to 1965.....		9,904
4¾% Loan Payable to Bank, due 1963 to 1965.....		1,432
5½% Loan Payable to an Insurance Company, due 1981**.....		14,000
5½% Loans to Various Hague Lenders, due 1971 to 1976.....		2,775
Mobil Oil Australia Proprietary Limited* 6% Loan Payable to Bank, due 1963 to 1966.....		1,091
Petroleum Refineries (Australia) Proprietary Limited* 4¾% and 5% Debenture Trust Certificates, due 1962 to 1967.....		12,225
Mobil Refining Company Southern Africa (Proprietary) Limited* 5% Debenture Trust Certificates, due 1964 to 1968.....		5,628
Mobil Oil New Zealand Limited* 4% Loan Payable to Insurance Company, due in 1967.....		276
Mobil Oil East Africa Limited* 6½% Loan Payable to Bank, due in 1962.....		421
	<u>\$170,736</u>	<u>\$228,267</u>

* Subsidiaries acquired March 30, 1962 in connection with the division of the businesses, properties, and other assets of Standard-Vacuum Oil Company between Socony Mobil Oil Company, Inc. and Standard Oil Company (New Jersey), the former 50% joint owners.

** Loan paid in April 1962.

OPTIONS, UNDERWRITINGS, ETC.

See Notes to Financial Statements, "Incentive Stock Option Plan."

13. LISTING ON OTHER STOCK EXCHANGES

The Company's capital stock is listed on the New York Stock Exchange and on the Paris Bourse. The Company's 30-Year 2½% Debentures due June 1, 1976 are listed on the New York Stock Exchange.

14. STATUS UNDER SECURITIES ACTS

The Company has never made any filings with or obtained registration, approval or qualification by the Quebec Securities Commission, the Ontario Securities Commission or any corresponding government body or authority in Canada. Pursuant to the Securities Exchange Act of 1934, the Company has filed a Form 10K Annual Report each year with the Securities and Exchange Commission, Washington, D.C. The Company has also registered with that Commission under the Securities Act of 1933 shares of its capital stock being offered, or to be offered from time to time, to the public, to all eligible employees under the terms of the Company's Employees Savings Plan, and to certain employees under the terms of the Company's Incentive Stock Option Plan. The most recent Registration Statements filed with respect to these plans became effective April 30, 1962.

15. FISCAL YEAR

The Company's fiscal year ends on December 31.

16. ANNUAL MEETING

The Annual Meeting of Stockholders is held on the third Tuesday in May of each year in New York, N.Y. The last Annual Meeting was held on May 15, 1962.

17. HEAD AND OTHER OFFICES

The principal office of the Company is located at 150 East 42nd Street, New York, N.Y., U.S.A. Other offices are maintained in principal cities throughout the United States.

18. TRANSFER AGENTS

Share certificates are mutually interchangeable at the offices of the following Transfer Agents:

Canada Permanent Toronto General Trust Company, 253 Bay Street, Toronto 1, Ontario, Canada.

The Chase Manhattan Bank, 1 Chase Manhattan Plaza, New York 15, New York, U.S.A.

Continental Illinois National Bank and Trust Company of Chicago, 231 South LaSalle Street, Chicago 90, Illinois, U.S.A.

The Bank of California, National Association, 400 California Street, San Francisco 20, California, U.S.A.

19. TRANSFER FEE

No fee is charged on stock transfers other than the customary government stock transfer taxes.

20. REGISTRARS

The Company's Registrars are as follows:

Montreal Trust Company, 15 King Street West, Toronto 1, Ontario, Canada.

Bankers Trust Company, 16 Wall Street, New York 15, New York, U.S.A.

LaSalle National Bank, 135 South LaSalle Street, Chicago 90, Illinois, U.S.A.

Wells Fargo Bank, 464 California Street, San Francisco 20, California, U.S.A.

21. AUDITORS

The Company's Independent Auditors are Messrs. Arthur Young & Company, Certified Public Accountants, 165 Broadway, New York 6, N.Y.

22. DIRECTORS

NAME	ADDRESS
Vernon A. Bellman	150 East 42nd Street, New York 17, N.Y.
Arthur V. Danner	150 East 42nd Street, New York 17, N.Y.
George S. Dunham	150 East 42nd Street, New York 17, N.Y.
George F. James	150 East 42nd Street, New York 17, N.Y.
Paul V. Keyser, Jr.	150 East 42nd Street, New York 17, N.Y.
Grayson L. Kirk	202 Low Memorial Library, Columbia University, New York 27, N.Y.
Dallas R. Lamont	150 East 42nd Street, New York, 17 N.Y.
Lewis A. Lapham	Bankers Trust Company, 16 Wall Street, New York 15, N.Y.
Fred H. Moore	150 East 42nd Street, New York 17, N.Y.
Albert L. Nickerson	150 East 42nd Street, New York 17, N.Y.
Herman J. Schmidt	150 East 42nd Street, New York 17, N.Y.
Herbert Willetts	150 East 42nd Street, New York 17, N.Y.
Albert L. Williams	International Business Machines Corporation, 590 Madison Avenue, New York 22, N.Y.

OFFICE	NAME	ADDRESS
Chairman of the Board	A. L. Nickerson	150 East 42nd Street, New York 17, N.Y.
President	Herbert Willetts	150 East 42nd Street, New York 17, N.Y.
Executive Vice-President	A. V. Danner	150 East 42nd Street, New York 17, N.Y.
Executive Vice-President	P. V. Keyser, Jr.	150 East 42nd Street, New York 17, N.Y.
Executive Vice-President	F. H. Moore	150 East 42nd Street, New York 17, N.Y.
Executive Vice-President	H. J. Schmidt	150 East 42nd Street, New York 17, N.Y.
Senior Vice-President	G. S. Dunham	150 East 42nd Street, New York 17, N.Y.
Senior Vice-President	G. F. James	150 East 42nd Street, New York 17, N.Y.
Senior Vice-President	D. R. Lamont	150 East 42nd Street, New York 17, N.Y.
Senior Vice-President	T. W. Nelson	150 East 42nd Street, New York 17, N.Y.
Senior Vice-President	Paul Wollstadt	150 East 42nd Street, New York 17, N.Y.
Treasurer	E. P. Fischer	150 East 42nd Street, New York 17, N.Y.
Secretary	A. M. Sherwood	150 East 42nd Street, New York 17, N.Y.
Controller	M. S. Simpson	150 East 42nd Street, New York 17, N.Y.
General Counsel	J. J. Scott	150 East 42nd Street, New York 17, N.Y.
Assistant Treasurer	C. D. Glendinning	150 East 42nd Street, New York 17, N.Y.
Assistant Treasurer	P. H. LeFevre	150 East 42nd Street, New York 17, N.Y.
Assistant Treasurer	A. G. McCausland	150 East 42nd Street, New York 17, N.Y.
Assistant Treasurer	F. L. White	150 East 42nd Street, New York 17, N.Y.
Assistant Secretary	E. H. Cleaveland	Mobil Oil Company, 110-16th Street, Denver 2, Colorado.
Assistant Secretary	W. A. Cooke	Mobil Oil Company, 110-16th Street, Denver 2, Colorado.
Assistant Secretary	E. C. Dickson	150 East 42nd Street, New York 17, N.Y.
Assistant Secretary	C. D. Duke	Mobil Oil Company, 612 So. Flower Street, Los Angeles 17, California.
Assistant Secretary	L. O. Faris	Mobil Oil Company, 612 So. Flower Street, Los Angeles 17, California.
Assistant Secretary	A. Y. Foster	Mobil Oil Company, 108 South Akard Street, Dallas 2, Texas.
Assistant Secretary	J. T. Jones	Mobil Oil Company, P.O. Box 633 Midland, Texas.
Assistant Secretary	M. S. Jones	Mobil Oil Company, 2120 Travis Street, Box 177, Houston, Texas.
Assistant Secretary	T. J. Lutz	150 East 42nd Street, New York 17, N.Y.
Assistant Secretary	C. W. Smith	Mobil Oil Company, P.O. Box 633, Midland, Texas.
Assistant Secretary	J. H. Strohsahl	150 East 42nd Street, New York 17, N.Y.
Assistant Secretary	E. F-J. Thorn, Jr.	Mobil Oil Company, P.O. Box 633, Midland, Texas.

OFFICERS (continued)

OFFICE	NAME	ADDRESS
Assistant Secretary	S. J. Tryon	Mobil Oil Company, 110-16th Street, Denver 2, Colorado.
Assistant Secretary	W. L. Wende	Mobil Oil Company, 2120 Travis Street, Box 177, Houston, Texas.
Assistant Controller	W. M. Albert	150 East 42nd Street, New York 17, N.Y.
Assistant Controller	A. M. Aldrich	150 East 42nd Street, New York 17, N.Y.
Assistant Controller	J. H. Barry	150 East 42nd Street, New York 17, N.Y.
Assistant Controller	H. D. Gasarch	150 East 42nd Street, New York 17, N.Y.
Assistant Controller	W. W. Richardson	150 East 42nd Street, New York 17, N.Y.
Assistant Controller	R. E. Swanson	150 East 42nd Street, New York 17, N.Y.
General Auditor	R. L. Cooper	150 East 42nd Street, New York 17, N.Y.

In effect: Directors—July 1, 1962.

Officers—June 22, 1962.

CERTIFICATE OF OFFICERS

Pursuant to a resolution duly passed by its Board of Directors the applicant company hereby applies for listing of the above mentioned securities on The Toronto Stock Exchange and the undersigned officers thereof hereby certify that to the best of their knowledge the statements and representations made in this application are true and correct.



SOCONY MOBIL OIL COMPANY, INC.

"PAUL WOLLSTADT", Senior Vice-President

"A. M. SHERWOOD", Secretary

FINANCIAL STATEMENTS

SOCONY MOBIL OIL COMPANY, INC.

CONSOLIDATED BALANCE SHEET AT DECEMBER 31

ASSETS

	1961	1960
CURRENT ASSETS:		
Cash.....	\$ 110,755,389	\$ 122,063,332
Marketable securities, at amortized cost (approximating market).....	200,316,818	192,416,893
Accounts and notes receivable (less estimated doubtful accounts).....	558,816,846	522,061,885
Inventories:		
Crude oil, refined products, etc.....	390,546,153	365,652,722
Materials and supplies.....	47,613,721	57,113,650
TOTAL CURRENT ASSETS	1,308,048,927	1,259,308,482
INVESTMENTS AND ADVANCES (at cost less reserves)	330,621,648	297,595,615
PROPERTIES, PLANTS AND EQUIPMENT (at cost):		
Producing.....	1,824,852,269	1,770,836,665
Manufacturing.....	949,408,951	895,791,371
Marketing.....	672,411,573	623,700,813
Marine.....	207,135,734	192,818,399
Pipelines.....	239,746,478	241,484,469
Other.....	61,930,790	55,353,237
	3,955,485,795	3,779,984,954
LESS—accumulated depreciation, depletion, and amortization.....	2,016,899,101	1,909,486,564
NET PROPERTIES, PLANTS, AND EQUIPMENT	1,938,586,694	1,870,498,390
PREPAID AND DEFERRED CHARGES	31,029,723	27,979,808
TOTAL	\$3,608,286,992	\$3,455,382,295

LIABILITIES AND SHAREHOLDERS' EQUITY

	1961	1960
CURRENT LIABILITIES:		
Accounts and notes payable and accrued liabilities.....	\$ 382,732,651	\$ 331,162,064
Income, excise, state gasoline, and other taxes payable.....	199,083,540	192,967,026
Long-term debt maturing within one year.....	3,218,231	2,668,449
TOTAL CURRENT LIABILITIES	585,034,422	526,797,539
LONG-TERM DEBT:		
Term notes payable (4½% due July 1, 1979-1988).....	60,000,000	60,000,000
Thirty-year 2½% debentures, due June 1, 1976 (less in treasury, including sinking fund requirements: 1961—\$10,006,000; 1960—\$9,169,000).....	72,994,000	75,831,000
Other notes and debentures (principally 4¾% to 6%—due 1963-1985)	29,941,523	30,748,271
Purchase obligations.....	4,582,738	1,635,217
TOTAL LONG-TERM DEBT	167,518,261	168,214,488
DEFERRED CREDITS AND RESERVES:		
Deferred credits.....	16,393,438	26,894,129
Reserve for self-insurance.....	57,000,000	57,000,000
Reserve for employee benefit plans.....	68,321,273	65,090,997
TOTAL DEFERRED CREDITS AND RESERVES	141,714,711	148,985,126
MINORITY INTEREST IN SUBSIDIARY COMPANIES	4,618,577	5,482,708
SHAREHOLDERS' EQUITY:		
Capital stock.....	731,606,880	731,550,165
Capital surplus.....	629,197,304	627,848,188
Earnings retained in the business.....	1,349,610,655	1,247,675,464
	2,710,414,839	2,607,073,817
Less—capital stock held in treasury, at cost.....	1,013,818	1,171,383
TOTAL SHAREHOLDERS' EQUITY	2,709,401,021	2,605,902,434
TOTAL	\$3,608,286,992	\$3,455,382,295

The financial information and notes on pages 9 and 10 are integral parts of this statement.

SOCONY MOBIL OIL COMPANY, INC.
SOURCE AND USE OF FUNDS

	1961	1960
FUNDS WERE MADE AVAILABLE FROM:		
Net Income.....	\$211,319,000	\$182,610,000
Non-cash items, including depreciation, depletion, etc.....	233,098,000	227,214,000
Decrease (increase) in working capital.....	9,496,000	(45,952,000)
Stock exchanged for assets or sold.....	1,172,000	683,000
TOTAL.....	\$455,085,000	\$364,555,000
FUNDS WERE USED FOR:		
Capital expenditures.....	\$293,386,000	\$246,237,000
Investments and advances.....	37,097,000	11,554,000
Cash dividends.....	109,383,000	97,183,000
Net decrease in deferred charges and credits.....	13,550,000	4,210,000
Reduction of long-term debt.....	696,000	5,371,000
Miscellaneous.....	973,000	—
TOTAL.....	\$455,085,000	\$364,555,000

SOCONY MOBIL OIL COMPANY, INC.
DISTRIBUTION OF INCOME AND SHAREHOLDERS' EQUITY

	1961		1960	
	TOTAL	PER SHARE*	TOTAL	PER SHARE*
NET INCOME:				
United States.....	\$ 91,557,000	\$ 1.89	\$ 68,460,000	\$ 1.41
Other Western Hemisphere	32,167,000	.66	29,254,000	.60
	123,724,000	2.55	97,714,000	2.01
Eastern Hemisphere.....	87,595,000	1.80	84,896,000	1.75
TOTAL.....	\$ 211,319,000	\$ 4.35	\$ 182,610,000	\$ 3.76
SHAREHOLDERS' EQUITY (year-end):				
United States.....	\$1,654,305,000	\$34.02	\$1,683,232,000	\$34.64
Other Western Hemisphere.....	319,574,000	6.57	290,277,000	5.97
	1,973,879,000	40.59	1,973,509,000	40.61
Eastern Hemisphere.....	735,522,000	15.13	632,393,000	13.01
TOTAL.....	\$2,709,401,000	\$55.72	\$2,605,902,000	\$53.62

*Net income based on average number of shares outstanding during respective years; shareholders' equity based on shares outstanding at end of each year.

SOCONY MOBIL OIL COMPANY, INC.
CONSOLIDATED STATEMENT OF INCOME AND EARNINGS RETAINED IN THE BUSINESS
YEAR ENDED DECEMBER 31

	1961	1960
REVENUES:		
Sales and services (including excise taxes and state gasoline taxes: 1961—\$411,326,631; 1960—\$401,749,029).....	\$3,732,536,597	\$3,579,812,561
Dividends and interest.....	69,586,954	65,854,053
	3,802,123,551	3,645,666,614
COSTS AND EXPENSES:		
Crude oil, products, and materials.....	1,408,435,450	1,327,875,004
Operating, selling, and general expenses.....	995,200,680	988,258,213
Depreciation, depletion, amortization, and retirements.....	229,478,702	229,357,338
Interest and debt discount expense.....	10,874,926	11,739,354
Taxes and other payments to governments.....	946,815,142	905,826,919
	3,590,804,900	3,463,056,828
NET INCOME.....	211,318,651	182,609,786
Earnings retained in the business—beginning of year.....	1,247,675,464	1,162,248,200
	1,458,994,115	1,344,857,986
LESS—cash dividends paid.....	109,383,460	97,182,522
EARNINGS RETAINED IN THE BUSINESS—end of year.....	\$1,349,610,655	\$1,247,675,464

The financial information and notes on pages 9 and 10 are integral parts of this statement.

SOCONY MOBIL OIL COMPANY, INC.

NOTES TO FINANCIAL STATEMENTS

Principles of Consolidation

All domestic and foreign subsidiaries more than 50% owned have been included in the consolidated financial statements. Appropriate rates of exchange have been used to convert foreign currency amounts into U.S. dollars.

Inventories

Nearly all domestic inventories of crude oil and refined products are valued at cost under the last-in, first-out method. All such inventories outside the United States (representing approximately 34% of the total) and all materials and supplies are valued generally at average cost. The cost of all inventories was less than their aggregate replacement value at December 31, 1961.

Employee Benefit Plans

DOMESTIC—Socony Mobil benefit plan payments in 1961 included a fifth annual installment under the Retirement Annuity Plan of \$6.9 million for past service costs which are being funded over a period of 20 years.

FOREIGN—Various company-administered, non-funded, non-contributory plans are in effect in foreign countries. In general, the estimated costs of these plans to December 31, 1961, are provided for in the "Reserve for employee benefit plans." There are also a few insured or funded plans in foreign countries, but annual contributions are not significant.

Incentive Stock Option Plan

Under the Incentive Stock Option Plan approved by shareholders in May, 1960, options may be granted to key employees to purchase a maximum of 600,000 shares of capital stock of the company at not less than 100% of the fair market value of such stock at the time the option is granted. Each option granted runs for not more than 10 years. No portion thereof may be exercised during the first year; thereafter, each option may be exercised in equal annual installments, on a cumulative basis, during the balance of its term, with certain modifications in the event of death or termination of employment.

Options for 293,263 shares were outstanding at December 31, 1960. During 1961, options on 5,546 shares were surrendered; options on 3,781 shares were exercised, at an average price of \$36.56 per share; and options were granted to 36 key employees to purchase 49,939 shares of capital stock at an average option price of \$42.31 per share. As of December 31, 1961, options aggregating 333,875 shares were outstanding, at an average price of \$37.85. A total of 35,151 shares was exercisable, at that date. Options for 262,344 shares under the plan may be granted in the future.

Republic Natural Gas Company

On December 28, 1961, Socony Mobil purchased, by payment of approximately \$38.5 million in cash to Republic Natural Gas Company and the assumption of certain liabilities and closing costs, substantially all the assets of that company, subject to a production payment of \$110 million plus interest. It is presently estimated that this payment will be completed in about 10 years out of 90% of the hydrocarbons produced during this time from certain of the properties.

Capital Stock

Socony Mobil had 75,000,000 shares of \$15 par value capital stock authorized at December 31, 1961. A total of 48,773,792 shares had been issued, including 146,624 shares held in treasury. Shares outstanding were 48,627,168, an increase of 26,569, of which 22,788 were treasury shares exchanged for certain properties and 3,781 were shares issued under the Incentive Stock Option Plan.

Capital Surplus

	1961	1960
At beginning of year.....	\$627,848,188	\$627,282,901
Excess of proceeds over:		
Cost of treasury shares exchanged for assets.....	876,440	560,163
Par value of shares issued under the Incentive Stock Option Plan	81,500	—
Miscellaneous.....	391,176	5,124
At end of year.....	<u>\$629,197,304</u>	<u>\$627,848,188</u>

Commitments and Contingent Liabilities

At December 31, 1961, annual rentals payable on leases which expire more than three years from that date, covering tankers, service stations, office buildings, etc., aggregated about \$56 million. The company also made substantial commitments, in the normal course of business, for the acquisition or construction of properties, plants, and equipment.

The company has guaranteed obligations of others approximating \$51 million. No material losses are anticipated. The company's general counsel is of the opinion that there are no claims or law suits against the company likely to result in ultimate liabilities of material importance in relation to the company's total assets.

REPORT OF CERTIFIED PUBLIC ACCOUNTANTS

TO THE BOARD OF DIRECTORS AND SHAREHOLDERS

SOCONY MOBIL OIL COMPANY, INC.

We have examined the accompanying consolidated balance sheet of Socony Mobil Oil Company, Inc. at December 31, 1961 and the related consolidated statement of income and earnings retained in the business for the year then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the statements mentioned above present fairly the financial position of Socony Mobil Oil Company, Inc. and its subsidiaries at December 31, 1961 and the results of their operations for the year then ended, in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

New York, N.Y.
March 9, 1962

"ARTHUR YOUNG & COMPANY"

